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ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE
(415) 362-2375

RECORDATION NO. 12325-K

TELECOPY

(415) 362-1010

JAN 10 1989 - 4 55 PM

January 5, 1989 INTERSTATE COMMERCE COMMISSION

8-011A011

No.

JAN 10 1989

Date

Fee \$

13.00

ICC Washington, D. C.

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code six fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on October 20, 1980 at 2:15 p.m., Recordation No. 12325 as the next available recordation number, being 12325-K:

I. Document: Satisfaction and Discharge Certificate dated as of December 29, 1988.

Owner: RCC Railcar Leasing, Inc.
c/o MGC Leasing Corporation
666 5th Avenue
New York, New York 10103
Attn: Mr. Jim Kaylor

A. Parties: Beneficiaries: The Aetna Casualty and Surety Company
Aetna Life Insurance Company
c/o Aetna Insurance Management Group
CitiPlace
Hartford, Connecticut 06156
Attn: Philip E. Brown

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60693
Attn: Corporate Trust Department

B. Equipment: As described in Schedule A to the Equipment Trust Agreement filed under ICC Recordation Number 12325 on October 20, 1980 at 2:15 p.m.

100 OFFICE OF
THE SECRETARY
JAN 10 4 43 PM '89
MOTOR OPERATING UNIT

this one is 12325-K
Approved & H. Kaylor

Noreta R. McGee
January 5, 1989
Page Two

- C. Equipment Trust Agreement Terminated: This document is a satisfaction and discharge of the Equipment Trust Agreement filed under ICC Recordation Number 12325 between Trustee and Amerigas, Inc., ("Amerigas") dated as of August 1, 1980, assigned by Amerigas to AmeriLease, Inc. ("AmeriLease") as of March 31, 1983 and assigned by AmeriLease to RCC Railcar Leasing, Inc. as of September 23, 1986.

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. A short summary for the Recordation Index for this document would be: "Satisfaction and Discharge Certificate." I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me together with the fee receipt, the letter from the ICC acknowledging the filing and the two extra copies of this transmittal letter. A check for the amount of \$13.00 is enclosed to cover the filing fees.

Very truly yours,

A handwritten signature in cursive script, reading "L. Celeste H. Blumer". The signature is written in dark ink and is positioned above the printed name.

L. Celeste H. Blumer

Enclosures

LCHB:its

Interstate Commerce Commission
Washington, D.C. 20423

1/11/89

OFFICE OF THE SECRETARY

L. Celeste H. Blumer

Manwell & Wes

Citicorp Center

One Sansome St. 14th Fl.

San Francisco, Calif. 94104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/89 at 4:55pm, and assigned recordation number(s).

12325-M, 12325-L, 12325-K

Sincerely yours,

Nanta L. McGee

Secretary

Enclosure(s)

RECORDATION NO. 12325-K

JAN 10 1989 - 4 44 PM

SATISFACTION AND DISCHARGE CERTIFICATE
AND TERMINATIONS OF ASSIGNMENTS OF LEASES OF
RAILROAD EQUIPMENT AND TRUST AGREEMENT
REGARDING RAILROAD EQUIPMENT

The undersigned hereby certifies and agrees that, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged for the sale of Two Hundred and Three (203) covered hopper cars (the "Cars") which were sold by RCC Railcar Leasing, Inc. ("RCC") to United States Rail Services, Inc., on even date herewith, (i) RCC is hereby forever discharged from all obligations defined under that certain Equipment Trust Agreement dated August 1, 1980, as amended ("Trust Agreement") and (ii) the obligations of RCC and the liens on the Cars evidenced by those certain Equipment Trust Certificates issued pursuant to the Trust Agreement and held by the undersigned are discharged, satisfied and terminated in full.

The following agreements are hereby formally terminated:

1. That certain Equipment Trust Agreement between Amerigas, Inc., as Owner, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, under recordation number 12325, filed October 20, 1980 at 2.15 p.m. with the Interstate Commerce Commission (the "ICC");

2. That certain Amendment to Trust Agreement between RCC Railcar Leasing, Inc. and Continental Illinois National Bank and Trust Company of Chicago, dated October 10, 1986, under recordation number 12325-E, filed November 3, 1986 at 1:05 a.m. with the ICC;

3. That certain Assignment of Lease and Agreement between Amerigas, Inc., as Owner, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, under recordation number 12325-B, filed October 20, 1980 at 2:15 p.m. with the ICC;

4. That certain Assignment of Lease and Agreement dated October 10, 1986 between RCC Railcar Leasing, Inc., as Owner, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, under recordation number 12325-G, filed with the ICC on November 3, 1986 at 1:05 a.m.;

5. That certain Assignment of Lease and Agreement dated October 10, 1986 between RCC Railcar Leasing, Inc., as Owner, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, under recordation number 12325-I, filed with the ICC on April 3, 1987 at 2:40 p.m.;

6. That certain Assignment of Lease and Agreement dated as of May 15, 1987 between RCC Railcar Leasing, Inc., as Owner, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, under recordation number 12325-J, filed with the ICC on November 23, 1987 at 10:20 a.m.

WITNESS WHEREOF, pursuant to due authority, RCC Railcar Leasing, Inc., The Aetna Casualty and Surety Company, and Continental Illinois National Bank and Trust Company of Chicago have executed this agreement as of December 29, 1988.

RCC RAILCAR LEASING, INC.

By: *not signed*
Title: VP

THE AETNA CASUALTY AND SURETY COMPANY
By: *Norman A. Helford*
Title: Investment Officer

AETNA LIFE INSURANCE COMPANY
By: *Norman A. Helford*
Title: Investment Officer

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

By: *George A. Reame*
Title: TRUST OFFICER

STATE OF CONNECTICUT :

SS.

COUNTY OF HARTFORD :

On the 28 day of December, 1988, before me, a
Notary Public in and for the State and County aforesaid,
personally appeared Norman A. Thetford who executed the
foregoing instrument for the purposes therein contained by
signing his/her name.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Wilma J. Christiana
Notary Public

My Commission expires:

WILMA J. CHRISTIANA
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1990

STATE OF ILLINOIS :
SS.
COUNTY OF COOK :

On the 29th day of December, 1988, before me, a
Notary Public in and for the State and County aforesaid,
personally appeared GEORGE N. REAVES who executed the
foregoing instrument for the purposes therein contained by
signing his/her name.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Lucille Atkins LUCILLE ATKINS
Notary Public

My Commission expires:
MY COMMISSION EXPIRES 1-29-90

STATE OF New York :

SS.

COUNTY OF New York :

On the 30th day of December, 1988, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert A. Ginzberg who executed the foregoing instrument for the purposes therein contained by signing his/her name.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

My Commission expires:

June 30, 1990

BARBARA J. NAGEL
NOTARY PUBLIC, State of New York
No. 4728639
Qualified in Suffolk County
Term Expires June 30, 1990